

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Apr 24 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **846416** (6)
1. Corporation Name
AMERICAN AND FOREIGN INSURANCE COMPANY

Principal Place of Business 8300 ARROWPOINT BLVD. CHARLOTTE NC 28273 US	Mailing Address P. O. BOX 1000 CHARLOTTE NC 28201-8000
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/03/1980	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 13-4922485		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	

9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER STATE OF FLORIDA TALLAHASSEE FL FL 32301		10. Name and Address of New Registered Agent	
		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	
		FL 85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstalling)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CSVP <input type="checkbox"/> DELETE	11 TITLE	VSD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHEELER, JOYCE W.	12 NAME	Wheeler, Joyce W.
STREET ADDRESS	9300 ARROWPOINT BLVD.	13 STREET ADDRESS	9300 Arrowpoint Boulevard
CITY - ST - ZIP	CHARLOTTE NC	14 CITY - ST - ZIP	Charlotte, NC 28273
TITLE	C <input checked="" type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRESTOPINO, FRANK J.	22 NAME	
STREET ADDRESS	9300 ARROWPOINT BLVD.	23 STREET ADDRESS	
CITY - ST - ZIP	CHARLOTTE NC	24 CITY - ST - ZIP	
TITLE	CPC <input type="checkbox"/> DELETE	31 TITLE	C <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MENDELSON, ROBERT V	32 NAME	Mendelson, Robert V.
STREET ADDRESS	9300 ARROWPOINT BLVD.	33 STREET ADDRESS	9300 Arrowpoint Boulevard
CITY - ST - ZIP	CHARLOTTE NC	34 CITY - ST - ZIP	Charlotte, NC 28273
TITLE	V <input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AARON, NEAL C	42 NAME	
STREET ADDRESS	9300 ARROWPOINT BLVD.	43 STREET ADDRESS	
CITY - ST - ZIP	CHARLOTTE NC	44 CITY - ST - ZIP	
TITLE	VP <input type="checkbox"/> DELETE	51 TITLE	V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLINE, PHILIP E.	52 NAME	Kline, Philip E.
STREET ADDRESS	9300 ARROWPOINT BLVD.	53 STREET ADDRESS	9300 Arrowpoint Boulevard
CITY - ST - ZIP	CHARLOTTE NC	54 CITY - ST - ZIP	Charlotte, NC 28273
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	SEE ATTACHED FOR COMPLETE LISTING OF DIRECTORS AND OFFICERS.
STREET ADDRESS		63 STREET ADDRESS	
CITY - ST - ZIP		64 CITY - ST - ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *James D. [Signature]*

4/16/98

CR2E034 (10/97)

**American and Foreign Insurance Company
Directors and Officers
As of December 31, 1997**

Title Code: C
Name: Robert Victor Mendelsohn
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: D,P
Name: Terry Broderick
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: D,V
Name: James F. Noonan
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: D,V
Name: Joseph F. Fisher
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: D,V
Name: Larry Gene Simmons
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: D,V
Name: Paul H. Stewman
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: D,V,S
Name: Joyce Wethington Wheeler
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: James David McDonald
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Neal Clarence Aaron
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Larry Eugene Agler
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Sean Antony Beatty
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Christopher Alan Benson
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Gerald Blair Bushey
Street Address: 11111 Carmel Commons Boulevard
City, State, Zip: Charlotte, NC 28226-3919

Title Code: V
Name: Frederick Elmer Dabney, II
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Lawrence W. Gowen
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: David K. Graham
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Wendy Harrigan
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Richard D. Harris
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: William James Hibberd
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Roderick Pressley Hoover, Jr.
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code:	V
Name:	Harold Clark Jackson
Street Address:	1240 E. Diehl Road, Suite 500
City, State, Zip:	Naperville, IL 60563-1437
Title Code:	V
Name:	Barry Mack Jorve
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Alan Edward Kaliski
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Philip Eldon Kline
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	David Henry Martin
Street Address:	945 East Paces Ferry Road, Suite 1890
City, State, Zip:	Atlanta, GA 30326-1125
Title Code:	V
Name:	Michael James McGinley
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Elizabeth Jane McLaughlin
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	William Edward Moore
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Daniel A. Reppert
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Benjamin J. Rood
Street Address:	11111 Carmel Commons Boulevard
City, State, Zip:	Charlotte, NC 28226-3919

Title Code: V
Name: John Stephan Szczepk
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Gregory M. Vezzosi
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: James Gracen Williams, III
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Vernon W. Willis
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: Assistant Corporate Secretary
Name: Linda Y. Pettigrew
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273